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Holdings Co., LLC., and Xslent
Technologies, LLC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

XS HOLDING B.V., et al.)	Case No. C08 02282 PVT
)	
Plaintiffs,)	AMENDED SUGGESTION OF
)	PROBABLE ABSENCE OF
v.)	SUBJECT MATTER
)	JURISDICTION
COOL EARTH SOLAR, INC., et al.,)	
)	
Defendants.)	

Defendants XET Holdings, Co., LLC [XET] and Xslent Technologies, LLC [XT] respectfully show:

1. The citizenship of the parties. Jurisdiction in this case is founded solely upon diversity of citizenship pursuant to 28 U.S.C. §1332. According to the complaint (¶9) plaintiff XS Holding BV [XS] is a Dutch corporation.

● **XT.** Defendant (and derivative plaintiff) XT is an LLC and is owned by its members XS (a Dutch corporation)(¶18), Atira Technologies, LLC [Atira], and Xslent, LLC [Xslent] whose memberships are predominantly Californian. For diversity purposes, LLC's such as XT are citizens of *all* of the places of citizenship of *each* of their members. (Oddly enough, an LLC's place of formation is irrelevant for jurisdictional analysis). *Johnson v. Columbia Properties* (9th Cir. 2006) 437 Fed. 3rd 894, 899. See also the thoughtful and succinct analysis by Judge Jenkins of this court in *Thiara v. Kiernan* (2006) 2006 WL 3065568.

Because one of XT's members (XS) is a Dutch citizen, XET is *also* a Dutch citizen.

1 Diversity jurisdiction is destroyed.

2 • **XET.** A substantially identical analysis just set out applies to XET as well.
3 XET's members are XS (a Dutch corporation) and XT which, for diversity purposes, is also a
4 Dutch entity.

5 **2. Conclusion.** This court lacks subject matter jurisdiction because there is not complete
6 diversity of citizenship between the plaintiffs (including XS) and the defendants XT and XET
7 (both of which are Dutch citizens).

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9 DATED: MAY 5, 2008

SILICON VALLEY LAW GROUP

10 By: /s/ Christopher Ashworth
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